

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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HERBERT FRANCL, Derivatively on  
Behalf of RAMBUS INC.,

Plaintiff,

v.

PRICEWATERHOUSECOOPERS LLP,

Defendant,

-and-

RAMBUS INC., a Delaware Corporation,

Nominal Defendant.  
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: CASE NO. 07-CIV-7650 (GBD)  
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: NOTICE OF MOTION TO  
: TRANSFER THE ACTION  
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PLEASE TAKE NOTICE that upon the annexed declarations of Daniel Zwarn, dated September 25, 2007, and Brooke Grossman, dated September 25, 2007, with exhibits attached thereto, upon the complaint in the above-entitled action, and upon all other papers and proceedings heretofore had herein, defendant PricewaterhouseCoopers LLP ("PwC") will move this Court, Honorable George B. Daniels, U.S.D.J., for an order pursuant to 28 U.S.C. § 1404(a) transferring this action the U.S. District Court for the Northern District of California, and for such other and further relief as may be just and proper. The grounds for this motion are set forth in the Memorandum of Law of PricewaterhouseCoopers LLP in Support of Its Motion to Transfer the Action, dated September 25, 2007.

PLEASE TAKE FURTHER NOTICE that, pursuant to the agreement of the parties, papers in opposition to this motion must be served on or before October 16, 2007, and reply papers in support of this motion must be served on or before October 23, 2007.

DATED: September 25, 2007

DAVIS POLK & WARDWELL

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